

Division of Corporations

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PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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LUTHERAN HAVEN, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUTHERAN HAVEN, INC.  
(A Not-for-Profit Corporation)**

The undersigned, Susan Hanas, as President of Lutheran Haven, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby certify that at the quarterly meeting of the members of the Board of Trustees of the Corporation (the "Board") duly held on November 7, 2007, the Board adopted the following Amended and Restated Articles of Incorporation and, pursuant to the provisions of Chapter 617, Florida Statutes, hereby amends and restates the Articles of Incorporation of the Corporation in their entirety to read as follows:

**ARTICLE I**

**Name of Corporation, Mailing Address  
and Address of Principal Office**

The name of the corporation shall be Lutheran Haven, Inc. The principal office of the Corporation shall be located at 2041 West State Road 426, in the Colony of Slavia, Seminole County, Florida.

**ARTICLE II**

**Purposes and Powers**

1. **Purposes.** The primary purpose for which this Corporation is formed is to provide for the religious, spiritual, physical, moral and intellectual needs of aging persons, neglected, dependent or needy children and superannuated Lutheran pastors and professional church workers, who may seek or need its protection and aid. For the attainment of this object, the Corporation shall operate homes, hospitals, infirmaries, schools, cemeteries and/or such other institutions and services as shall be desirable to accomplish the purposes of the Corporation, and to undertake similar work as may, from time to time, be considered appropriate, desirable or necessary by the Board.

This Corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of the Florida Statutes (the "Act"); provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and provided further that this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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2. Powers. Notwithstanding any other provisions of these Article of Incorporation, and in extension and not in limitation of the provisions contained elsewhere in these Articles of Incorporation, but subject always to the direction and control of the Board, to the Act, and to other applicable law, the Corporation shall have the following powers:

- (a) To sue and be sued in the name of the Corporation, to contract and be contracted with, to adopt and use a common seal and to alter the seal at the pleasure of the Board;
- (b) To acquire, purchase, hold, lease and convey such real and personal property as the Board may deem proper or expedient to carry out the purposes of the Corporation;
- (c) To acquire, construct, reconstruct, extend, make additions to, enlarge, improve, repair, remodel, restore, equip, and furnish such buildings and other facilities as the Board may deem proper or expedient to carry out the purposes of the Corporation;
- (d) To employ such agents and employees as the Board may deem advisable;
- (e) To borrow money and to issue notes, bonds and other evidences of indebtedness of the Corporation to carry out the purposes of the Corporation in a manner consistent with these Articles of Incorporation and applicable law;
- (f) To receive gifts, devises and bequests of money or of property of all kinds;
- (g) To do all other acts and things and to exercise all other powers now or hereafter necessary or proper for the accomplishment of the purposes of the Corporation, subject to applicable law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, Trustee, officer, or employee of the Corporation, or to the benefit of any other private individual or to the benefit of any private entity. No Trustee of the Corporation shall receive or be lawfully entitled to receive any compensation or other pecuniary benefit of any kind. No employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services rendered in effecting one or more purposes of the Corporation; provided that a Trustee of the Corporation shall not be considered an employee for purposes of this sentence. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

### **ARTICLE III**

#### **Members**

The Corporation is organized on a nonstock basis. There shall be no members of the Corporation.

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**ARTICLE IV**  
**Term of Existence**

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The Corporation shall have perpetual existence.

**ARTICLE V**  
**Trustees**

The management of the Corporation shall be vested in a Board of Trustees, which shall be constituted as provided for in the bylaws.

**ARTICLE VI**  
**Registered Office and Agent**

The Corporation shall maintain a registered agent pursuant to the provisions of Florida law.

**ARTICLE VII**  
**Bylaws**

The bylaws of the Corporation shall be made and adopted by, and may be altered, amended, or repealed by, the Board, as provided in the bylaws of the Corporation.

**ARTICLE VIII**  
**Amendment of Articles of Incorporation**

Amendments to these Articles may be proposed by the Board at a duly called meeting of the Board at which a quorum is present, provided that the notice of meeting contains a full statement of the proposed changes, and then adopted by a two-thirds (2/3) vote of the members of the Board present at any regular meeting.

**ARTICLE VIII**  
**Indemnification**

The Corporation shall be authorized to provide indemnification to the persons and in the manner as follows:

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(a) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he is or was a member, director, trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(b) To the extent not otherwise in conflict with the provisions of Article II of these Articles of Incorporation, the Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member, director, trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if the person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this provision in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a member, director, trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in sections (a) or (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection with such proceeding.

(d) Any indemnification under sections (a) or (b), unless pursuant to a determination by a court of competent jurisdiction, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, director, trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct described in section (a) or (b) of this Article. That determination shall be made by (i) the Board of the Corporation by a majority vote of a quorum consisting of Trustees who were not

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parties to such proceeding, or if such a quorum is not obtainable, then by majority vote of a committee designated by the Board, including those Board members who are parties to the proceeding, consisting solely of two or more Trustees who are not at the time parties to the proceeding; or (ii) independent legal counsel selected by the full Board or by the committee.

(e) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible; provided, however, that if permissibility is determined by independent legal counsel, then the reasonableness of any expenses shall be determined by the Trustees or the committee appointing such counsel.

(f) The Corporation may pay expenses incurred by an officer, director trustee, or member in defending a civil or criminal proceeding in advance of the final disposition of such proceeding on the receipt of an undertaking by the officer, director, trustee or member to repay such amount to the Corporation if he is ultimately found not to be entitled to indemnification by the Corporation. Expenses incurred by employees and agents of the Corporation may be paid in advance upon such terms and conditions that the Board deems appropriate.

(g) The indemnification and advancement of expenses provided by this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its members, directors, trustees, officers, employees or agents, under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any member, director, trustee, officer, employee or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute (i) a violation of the criminal law (unless the member, director, trustee, officer, employee or agent had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the member, director, trustee, officer, employee or agent derived an improper personal benefit, or (iii) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(h) Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member, director, trustee, officer, employee or agent and shall inure to the benefit of heirs, executors and personal representatives of such person, unless otherwise provided when authorized or ratified.

(i) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who was a member, director, trustee, officer, employee or agent, or who was serving at the request of the Corporation as a member, director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him under the provisions of this Article.

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(j) Terms not expressly defined in this Article shall be as defined elsewhere in the Articles of Incorporation or as provided in sections 607.0850 and 617.0831, Florida Statutes (2007). The indemnification provisions of this Article are intended to be as broad as permissible by Florida law and shall be deemed to automatically incorporate any expansion of the indemnification provisions which subsequently become law.

**ARTICLE IX**  
**Dissolution**

Upon a dissolution of the Corporation, all of the Corporation's assets, tangible and intangible, shall be dedicated to the purpose for which the Corporation was created. For that purpose, the assets shall be distributed to the SELC District of the Lutheran Church-Missouri Synod, a Pennsylvania not-for-profit corporation. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any director, officer, trustee or employee of the Corporation or to any other individual or entity for private purposes.

Dated this 7th day of November, 2007.

  
Susan Haras  
President

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